

FAXL Draft September 28, 2021

FLAGSTAFF REGIONAL EMERGENCY SERVICES SOCIETY

BY-LAWS

DEFINITIONS

1. In these By-Laws:

- a. "Act" means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, and Regulations thereunder, as amended;
- b. "Address" means, in relation to a particular Director or Member, the physical or electronic address given to the Corporation by that Director or Member as being the address appropriate for the sending of messages and the giving of notices to such Director or Member and as the same may be varied or amended from time to time either by further notice to such effect by such Director or Member or as the Chair may determine in his or her discretion as being the most current and appropriate address for such person for such purpose;
- c. "Annual Meeting" means the annual meeting of the Members of the Corporation called and held pursuant to the Act and these By-Laws;
- d. "Annual Operating Budget" means a statement of revenues and expenses for a year of the Corporation which is approved by the Board;
- e. "Annual Requisition" means the yearly amount of funds established and requested by the Board from the Members which each of the Members are required to provide to the Corporation based on the Funding Formula;
- f. "Board" or "Directors" means the board of directors of the Corporation and any reference herein to the consent, decision, resolution or other act of "the Board" or of "the Directors" means, except where otherwise stated, a majority resolution of the board of directors to that effect;
- g. "Budget" means a statement of the amounts of estimated revenues and expenditures of the Corporation which are approved by the Board, and includes the annual operating budget, the three year operations budget, the five year capital budget and any interim budgets;
- h. "Capital Budget" means the five (5) year capital budget of the Corporation approved by the Board;
- i. "Corporation" means the Flagstaff Regional Emergency Services Society a not for profit corporation incorporated under the Act;

- j. "Director" means a director of the Corporation, and "Directors" means all of the directors of the Corporation;
- k. "Disaster" means an event that results in serious harm to the safety, health or welfare of people or in widespread damage to property or the environment;
- l. "Electronic Communication" means electronic mail or any other form of transmission of information by electronic means pursuant to which the entire text and other contents of the document, notice or other information intended to be communicated to the recipient thereof can be electronically transmitted to, and accessed and read by, the intended recipient thereof, provided that the content of such communication is accessible by the intended recipient so as to be usable for subsequent reference, and capable of being retained by that recipient;
- m. "Emergency" means an event that requires prompt coordination of action or special regulation of persons or property to protect the safety, health, or welfare of people or to limit damage to property or the environment;
- n. "Executive Committee" means the executive committee of the Corporation, appointed in accordance with these By-Laws;
- o. "Fire and Emergency Services" means all services, activities and works related to Fire Services and Emergencies;
- p. "Fire Services" includes services related to the suppression or prevention of fires, fire safety, controlling and extinguishing fires, education, training, development and communication, inspections, rescue, emergency services related to fires, prevention of or response to fire or other emergency incidents, activities of firefighters and entities or others who direct or provide such services and activities, and any other work, duties or otherwise related to or incidental to providing services related to fires, and includes work or services using firefighters in an employment relationship, dependent contractor firefighters, volunteer firefighters, independent contractor firefighters, utilizing, repairing and maintaining firefighting equipment and facilities, fire stations and anything related to them, apparatus, equipment, property, machinery and devices used for the foregoing, and the delivery and provision of such services;
- q. "Funding Formula" means the formula used for providing monies to the Corporation by the Members for all costs of the Corporation, including operating and capital costs. The allocation formula for the Annual Requisition and other funding payable from the Members to the Corporation is weighted and determined according to the:

- i. Population of each of the Members (Municipalities): 20%;
 - ii. Number of dwellings in each of the Members (Municipalities): 20%;
and
 - iii. Equalized assessment in each of the Members (Municipalities):
60%.
- r. "Guiding Principles has the meaning it is given in Section _____(s. 3)**;
 - s. "Incapable Director" has the meaning it is given in Section _____(s. 14)**;
 - t. "Interim Director" has the meaning it is given in Section _____(s. 16)**;
 - u. "Member" means a member of the Corporation and "Membership" has a like meaning.
 - v. "Officer" means an officer of the Corporation, and "Officers" means all of the officers of the Corporation;
 - w. "Operations Budget" means the three (3) year operating budget of the Corporation approved by the Board;
 - x. "Ordinary Resolution" means a resolution made by a majority of Directors or Members present at a meeting, and eligible to vote thereat;
 - y. "Policies" has the meaning it is given in Section _____(s. 42)***;
 - z. "Purposes" means the purposes of the Corporation as set out in its Articles of Incorporation, as amended from time to time;
 - aa. "Qualified Donee" has the meaning given in the Act and in the *Income Tax Act*, R.S.C. 1985, c.1 (5th Supp.), including sections 248(1), 149.1(1) and any other applicable provisions in the *Income Tax Act*;
 - bb. "Regional Fire Services" means the Fire and Emergency Services provided by the Corporation for, on behalf of and to, the Members;
 - cc. "Shall" has the same meaning as must or will and is mandatory.
 - dd. "Special Meeting" means a special meeting of the Members of the Corporation called and held pursuant to the Act and these By-Laws;
 - ee. "Special Resolution" means:

- i. A resolution of the Directors passed by at least seventy-five percent (75%) of all of the Directors; or
 - ii. For matters other than bylaws, Budgets and Annual Requisitions or as may otherwise be required in these By-Laws, a resolution of the Members where Flagstaff County has two (votes) and each of the other Members has one (1) vote and at least seventy-five percent (75%) of all of the total eligible votes of the Members approve the resolution; or
 - iii. For bylaws, Budgets and Annual Requisitions, a resolution of the Members where at least seventy-five percent (75%) of all of the Members approve the resolution;
- ff. "State of Incapability" has the meaning it is given in Section _____(s. 14)***;
- gg. "Urgent Matter" has the meaning it is given in Section _____(s. 27)**;

PURPOSES & DIRECTION

2. The purpose of the Corporation is to be in accordance with the Articles and any services and activities the Corporation provides which are to the benefit of the Members or others, as may be determined from time to time by the Board and the Members, and including, but not limited to, the initiatives, plans, policies, desires, objects and strategies of the Board and Members in furtherance of the Articles in providing Regional Fire Services.
3. The following fundamental guiding principles apply to, and are to be followed by, the Corporation, the Board and the Members as related to the Regional Fire Services provided by and through the Corporation to the Members ("Guiding Principles"):
 - a. A unified approach will be taken related to Regional Fire Services;
 - b. The Members and the Corporation will cooperate with each other to facilitate, maintain and enhance Regional Fire Services;
 - c. The Members and the Corporation will negotiate in good faith with each other and work together collaboratively;
 - d. While recognizing financial resources are not unlimited, adequate and reasonable resources are to be provided to the Corporation by the Members for services, programs and activities which facilitate, maintain and enhance Regional Fire Services;
 - e. Reasonable efforts are to be made to amicably resolve any issues of disagreement;

- f. Provide, operate and offer services, activities and programs through the Corporation for Regional Fire Services for the benefit of the Members and the community;
- g. Promote, apply and improve Regional Fire Services;
- h. Engage in works and activities which support and facilitate Regional Fire Services;
- i. Except for matters which Council of a Member or a Member cannot assign in accordance with applicable legislation, the Members assign and delegate Fire and Emergency Services obligations and responsibilities to the Corporation. Unless agreed otherwise by the Members in writing, matters under the *Emergency Management Act*, R.S.A. 2000, c. E6.8, are not assigned to the Corporation;
- j. A regional emergency management plan and other activities related thereto are delegated and assigned to the Corporation only when the Councils of the Members pass resolutions assigning and transferring responsibility for them to the Corporation;
- k. The Members may make reasonable recommendations to the Corporation from time to time;
- l. The Members will adhere to and support the policies, rules, regulations, directives, conventions, practices, protocols, standard operating procedures, general operating procedures and processes of the Corporation, which are in place from time to time;
- m. The Members recognize there is a start-up period of time which will take the Regional Fire Services to absorb their current Fire Services into the unified Regional Fire Services; and
- n. The Members and the Corporation shall do all things necessary, incidental, or required in the attainment of the foregoing.

CORPORATE SEAL

- 4. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

MEMBERSHIP

- 5. Only the municipal corporations of Flagstaff County (including the Hamlets of Strome and Galahad), Town of Daysland, Town of Hardisty, Town of Killam, Town of

Sedgewick, Village of Alliance, Village of Forestburg, Village of Heisler and Village of Lougheed may be “Members” of the Corporation and any one of them is a “Member”.

6. **There shall be no Membership fees or dues payable by Members.**
7. A Member may withdraw from Membership at any time by delivering to the Corporation a written resignation and lodging a copy of the same with the Chair or Vice-Chair of the Corporation.
 - a. A Member may withdraw from the Corporation by providing all Members and the Corporation with at least twenty-four (24) months of advance written notice. The withdrawal of any Member shall in no way impact the remaining Members. None of the Members shall be permitted to withdraw from the Corporation during a declared state of local Emergency, local Disaster or declared pandemic in Alberta.
 - b. **Unless otherwise authorized by the Board in writing, the effective date of withdrawal from FRESS is the date the Member withdraws from FRESS, which is to be at least twenty-four (24) months from the date the withdrawing Member provides the other Members and FRESS the notice of withdrawal (“Effective Date of Withdrawal”).**
 - c. When a Member withdraws from the Corporation after providing the required notice, all property (real and personal) and funds which were transferred to the Corporation by the Member shall remain with the Corporation and continue to be the property of the Corporation.
 - d. As of the Effective Date of Withdrawal, the withdrawing Member no longer belongs to the Corporation, and Fire and Emergency Services are no longer provided to the Member by the Corporation.
8. Any Member may be removed from Membership upon Special Resolution by the Members with or without conditions determined by the Members.
9. Membership is not transferrable.

HEAD OFFICE

10. Until changed in accordance with the Act, the head office of the Corporation shall be in _____, Alberta.

BOARD OF DIRECTORS

11. The property and business of the Corporation shall be managed by the Directors and their lawful delegates.

12. There is to be a minimum of three (3) Directors and a maximum of ten (10) Directors on the Board. Flagstaff County will be entitled to appoint two (2) Directors to the Board and each of the other Members will be entitled to appoint one (1) Director to the Board. Directors each have one (1) vote. Directors must be Councillors of the Members. Each of the Councils of the Members shall appoint their respective Directors to the Board and the Members shall elect the appointed Directors to the Board or be deemed to have elected the Directors to the Board upon such appointment.
13. Where due to resignation, disqualification or any other reason a vacancy is created in the Board, the Council of the affected Member shall appoint another Councillor as its Director on the Board.
14. Where the Directors have determined by Special Resolution that a particular Director becomes an "Incapable Director" due to extended or unexplained absence, physical or mental impairment (including hospitalization for any medical emergency or condition) or other cause (a "State of Incapability") and is unable to carry out his or her duties as a Director, such Incapable Director shall, effective on the making of such resolution, cease to be a Director unless and until:
 - a. The Directors determine by Special Resolution that such State of Incapability has ended, or
 - b. The Members reinstate the Incapable Director as a Director by Special Resolution.
 - c. Notwithstanding the foregoing, the Member of the Director who is an Incapable Director or in a State of Incapability, may appoint a replacement Director.
15. The term of any Director shall be deemed to have commenced upon the effective date of appointment and shall be deemed to have ended upon the earlier of:
 - a. The expiry of his or her term of appointment shall be a period of three (3) years after his or her effective date of appointment, unless the Members have reappointed the Director for a further term;
 - b. The removal of the Director by Special Resolution of the Members;
 - c. The date that he or she ceases to be qualified to hold the office of director under the provisions of the Act or these By-Laws;
 - d. The effective date of such Director's resignation if he or she determines to resign; or
 - e. The death of the Director.

16. A Member may appoint an “Interim Director” when a Director appointed by that Member is an Incapable Director or is in a State of Incapability, or whenever circumstances necessitate the need for an interim or temporary Director in place of the Director appointed by the Member, or as may otherwise be determined by the Members. The term of any Interim Director shall be deemed to have commenced upon the effective date of appointment of the Interim Director by the Member, and the appointment of the Interim Director continues until the earlier of:
- a. The date of the next annual general meeting of the Members (or signed resolution in lieu thereof), unless the Member has at or prior to such meeting or resolution then reappointed such Interim Director as Director (in which event of such reappointment, he or she shall thereafter be deemed to be a Director and not an Interim Director);
 - b. The removal of such Interim Director by Special Resolution of the Members or Special Resolution of the Directors;
 - c. The date that he or she ceases to be qualified to hold the office of director under the provisions of the Act or these By-Laws;
 - d. The effective date of such Interim Director’s resignation if he or she determines to resign; or
 - e. The death of such Interim Director.
17. Subject always to the ability of the Member to reappoint, the Board may remove a Director who it reasonably determines, by Special Resolution, to be in material contravention of the Policies of the Corporation.
18. A quorum for any meeting of the Board shall be a majority of all of the Directors.
- a. An Ordinary Resolution of the Board is passed upon an affirmative vote of the majority of the Directors present voting on the resolution.
19. Meetings of the Board may be convened by the Chair or Vice-Chair and be held at the time and place in _____, Alberta, or other location in Alberta, stipulated by the said Chair or Vice-Chair in his or her notice of meeting and also may be convened for predetermined times, dates and places from time to time established by resolution of the Board:
20. The Board shall have regular meetings a minimum of six (6) times each year.
21. Unless there is an Urgent Matter, Emergency or a Disaster, notice of every Board meeting shall be delivered by Electronic Communication to each Director’s Address not less than fourteen (14) calendar days before the meeting is to take place or by postal mail to each Director’s Address not less than sixteen (16) calendar days before the meeting is to take place.

22. Unless there is an Urgent Matter, Emergency or a Disaster, to provide sufficient opportunity to review and prepare for meetings, Agendas for all regular meetings of the Board shall be distributed to the Chief Administrative Officer of each of the Members or his or her delegate, and to the Directors, a minimum of seven (7) calendar days prior to the scheduled date of the meeting. The Chief Administrative Officers of each of the Members may attend Board meetings as guests.
23. Minutes shall be kept at each of the Board meetings and shall be circulated to the Directors, the Regional Manager/Fire Chief and the Chief Administrative Officer of each of the Members within ten (10) working days of the meeting. A working day excludes weekends and statutory holidays.
24. Unless there is an Urgent Matter, Emergency or a Disaster, special meetings of the Board shall be on an as needed basis, upon fourteen (14) calendar days advance notice to all Directors.
25. The Regional Manager/Fire Chief, or his or her designate, shall attend all Board meetings, unless otherwise determined by the Board.
26. In the event of an Urgent Matter or a pending or imminent Emergency or Disaster, no notice shall be required to call a special meeting of the Board. The Regional Manager/Fire Chief shall use his or her best efforts to be present at all such meetings despite no notice having been provided.
27. In respect of any matter that the Chair, Vice-Chair or any three (3) Directors determines is of sufficient importance and urgency to require dealing with prior to the time within which a regular meeting of Directors can be held or a Members meeting is needed for the matter (an "Urgent Matter"), or when there is a pending Emergency or Disaster, the Chair, Vice-Chair or such three (3) Directors, may call a meeting of the Directors upon such lesser notice as may be reasonable and reasonably required in the circumstances or may, in lieu of such meeting, pass a resolution in respect of such Urgent Matter, Emergency or Disaster which is signed by a majority of all of the Directors or all of the Directors. In the event such resolution is signed by a majority of the Directors, it shall be approved by the Directors at the next regularly scheduled meeting of the Board or be signed by all of the Directors at a date later than when it was signed by the majority of the Directors.
 - a. The foregoing also applies to all other matters of urgency or importance which require dealing with prior to the time of the next regular meeting of the Board, other than a matter described in Section 138(2) of the Act (matters requiring approval of the Members, vacancies and appointment of Directors, accountants, debt obligations not authorized, approval of financial statements, adopting/amending/repealing bylaws, contributions and dues of Members); and

- b. The resolution shall be deemed to be fully effectual, and as validly passed, as if it had been passed at a regular meeting of the Board, and the Directors signing the resolution shall be deemed to constitute a Committee of the Directors empowered to make such decisions whether or not all Directors have received notice thereof.
28. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.
29. At any time, any Director may waive notice of any meetings.
30. Each Director is authorized to cast one (1) vote, **and when there is a tie, the resolution is defeated.**
31. A Director may participate in a meeting of the Board or of a Committee of the Directors by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in a meeting by such means is deemed to be present at the meeting.
32. Notwithstanding anything herein, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or Committee of the Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
33. A resolution in writing to be signed by all of the Directors or a resolution for an Urgent Matter, Emergency or Disaster, may be presented to the Directors by means of electronic mail or other Electronic Communication and may be signed by the Directors in counterpart (including counterparts by way of electronic mail or other Electronic Communication) and a vote in favour of, or other unambiguous assent to, such resolution by electronic mail or other Electronic Communication shall be deemed to be a counterpart signature to such resolution for such matters.
34. The Directors shall be responsible for reporting back to their respective Member Councils to ensure good communication is maintained and to ensure transparency of the Corporation with its Members.
35. Unless expressly authorized by Special Resolution of the Members, the Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that:
 - a. A Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties; and

- b. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefor.
36. The Board may engage and appoint such agents, employees and others as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
37. A reasonable remuneration for all Officers, agents, employees, committee members and others shall be fixed by the Board by Ordinary Resolution. Such resolution shall have force and effect only until the next meeting of Members when such resolution shall be confirmed by an Ordinary Resolution of the Members, or in the absence of such confirmation by the Members, then the remuneration to such Officers, agents, committee Members and others shall cease to be payable from the date of such meeting of Members; however, the remuneration being paid to employees shall continue.
38. When the remuneration for Officers, agents, employees, committee members and others is approved in the Budgets of the Corporation, the Members are not required to provide further approval for them at a Members meeting.
39. By Ordinary Resolution the Board shall approve the production and distribution of an annual report on the Regional Fire Services and provide each of the Members with copies of it.
40. The Board may seek the advice of others as deemed appropriate; however, such advisors will have no right to vote on matters coming before the Board and such advice is not binding. Advisors may include, but not be limited to, Fire Department members, Office of the Fire Commissioner, Alberta Emergency Management Agency, the Chief Administrative Officer or the Department Head of any of the Members, or representatives from such organizations as the RCMP, Emergency Social Services, Alberta Health Services, Public Utilities, the Alberta Energy Regulator, Alberta Environment, School Divisions/Boards of Trustees of School Divisions as defined in the *Education Act*, S.A. 2012, c. E-0.3, Industry or others.
The Regional Manager/Fire Chief may consult the staff of the Members.
41. The Board shall have the authority to alter, establish and implement rules to govern the conduct of their meetings from time to time, subject to the approval of the majority of the Directors.
42. The Board may from time to time enact, amend and repeal Policies including, but not limited to, the following:
 - a. Regional Fire Services;

- b. The business and affairs of the Corporation;
- c. The granting and receiving of gifts and donations,
- d. Conflicts of interest;
- e. Code of conduct;
- f. The protection of confidential information; and
- g. Policies, rules, regulations, directives, conventions, practices, protocols, standard operating procedures, general operating procedures and processes established or enacted by the Board or the Members.

ORDINARY & SPECIAL RESOLUTIONS

43. Unless a Special Resolution is required or as otherwise stated in these By-Laws, all matters of the Board and the Members are decided by Ordinary Resolution.

INDEMNITIES TO DIRECTORS AND OTHERS

44. Every Director or Officer of the Corporation who has undertaken or is about to undertake, or has otherwise incurred, any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- a. All costs, charges, losses and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit, or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
- b. All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- c. Legal representation in such matters is to be provided and paid for by the Corporation. Separate legal representation from that provided by the Corporation must have the approval of the Board by Ordinary Resolution.

EXECUTIVE COMMITTEE

45. The Directors may appoint an Executive Committee chaired by the Chair and composed of the Chair, the Vice-Chair and such additional Directors jointly appointed and replaced by the Chair and Vice-Chair from time to time. The

Executive Committee, if one is appointed, shall, subject to the overriding control and direction of the Board, and to the extent it deems appropriate, give direction to the Regional Manager/Fire Chief. Meetings of the Executive Committee shall be held, called and conducted in the same manner as a meeting of the Board, provided however that a quorum shall require the presence of both the Chair and Vice-Chair.

OFFICERS

46. The officers of the Corporation shall be a Chair, Vice-Chair, Secretary, Treasurer and Regional Manager/Fire Chief. Any three offices may be held by the same person. Officers, other than the Chair and Vice-Chair, need not be Directors. The offices of Chair and Vice-Chair may be called President and Vice-President.
47. Officers shall be subject to removal by Ordinary Resolution of the Board at any time.

DUTIES OF OFFICERS

48. The Chair shall be the titular leader of the Corporation and shall have such powers as the Board may from time to time determine. The Chair or, in his or her absence or at his or her direction, the Vice-Chair, shall preside at all meetings of the Members and of the Board.
49. The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as the Board shall from time to time determine.
50. The Secretary shall attend all meetings and act as clerk thereof and record all votes and Minutes of all proceedings in books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board. The Secretary may delegate any such duties to an employee of the Corporation or to others whose services are engaged by the Corporation. The Secretary shall also perform such other duties as may from time to time be determined by the Board.
51. The Treasurer shall have the custody of the funds and capital of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in the books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company as may be designated from time to time by the Board. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.
52. The Regional Manager/Fire Chief shall, subject to the overriding direction and authorizing resolutions of the Board and the Executive Committee (if one has been appointed), have the general and active management of the business affairs of the Corporation on a day to day basis, and the authority to do all such things as may be reasonably required to discharge his or her functions, including but not limited to, the

engagement of and termination of the services of workers, firefighters, dependent contractors and independent contractors, the engagement of the services of others whenever deemed suitable and necessary for the Corporation and the approval of contracts as permitted by the Board. The Regional Manager/Fire Chief is to perform all duties and functions as assigned by the Board from time to time and may delegate his or her duties as approved by the Board from time to time.

53. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

EXECUTION OF DOCUMENTS

54. Contracts, documents or any instruments in writing approved by the Board and requiring the signature of the Corporation may be validly executed by any two Officers including at least one of the Chair or Vice-Chair or by any one or more other officers or employees of the Corporation who are authorized by the Board to do so, and all contracts, documents and instruments in writing and so signed shall be binding upon the Corporation without any further authorization or formality. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board.

MEMBERS REPRESENTATIVES

55. Each of the Members shall appoint an individual as its representative to attend and vote at meetings of the Members and, as required, to sign resolutions of the Members on its behalf and, generally, to exercise all of that Member's rights and entitlements of Membership hereunder. Such appointment (or removal as the case may be) shall be deemed to be effective upon written notification to the Chair or Vice-Chair of such appointment or removal and shall continue until such representative is by further such notice replaced or terminated. For the purposes of these By-Laws the presence of such representative shall be deemed to be the presence of such Member at any meeting of Members and the signature of such representative shall be deemed to be the signature of such Member.

MEMBERS MEETINGS

56. The Annual Meeting of Members and any Special Meeting shall be held at the head office of the Corporation or at any other place in Alberta as the Board may determine and on such day as the Directors shall appoint. A meeting of the Members may be held at a place outside of Alberta if all the Members entitled to vote at the meeting agree that the meeting is to be held at that place.
57. The Board shall have the power to call an Annual Meeting or Special Meeting of the Members at any time (and shall do so if requested by any Member), provided that an annual meeting shall be held not later than 6 months after the end of the Corporation's financial year.

58. The Members may consider and transact any business at any meeting of the Members.
59. A minimum of sixty-six percent (66%) of all of the Members being present (or deemed to be present under the provisions of these By-Laws) shall constitute a quorum at an Annual Meeting.
60. A minimum of seventy-five percent (75%) of all of the Members being present (or deemed to be present under the provisions of these By-Laws) shall constitute a quorum at a Special Meeting.
61. Unless there is an Urgent Matter, Emergency or Disaster, twenty-one (21) calendar days' notice shall be given to the Members of any Annual Meeting or Special Meeting. Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business to be transacted. When there is an Urgent Matter, Emergency or Disaster, lesser notice which is reasonable in the circumstances may be given of an Annual Meeting or Special Meeting or no notice.
62. At any time, any Member may waive notice of any meetings.
63. No error or omission in giving notice of any meeting of the Members or any adjourned meeting of the Members shall invalidate such meeting or make void any proceedings taken thereat.
64. The Members present at a meeting have the right to vote at the meeting and Flagstaff County has two (2) votes while each of the other Members present at a meeting shall have one (1) vote.
65. A Member may, by means of a written proxy, appoint another Member to attend and vote on the Member's behalf in the manner and to the extent authorized by the proxy.
66. A Member may participate in a meeting of the Members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Member participating in a meeting by such means is deemed to be present at the meeting. Wherever practical such facilities shall be made available to any Member wishing to participate in such meeting by such means
67. A resolution in writing, including a Special Resolution, signed by all the Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of Members.
68. **At any time a Member may waive notice of or approve, ratify and confirm any or all proceedings which occurred at an Annual Meeting, Special Meeting,**

adjourned meeting or other meeting when there was an error or omission in giving the Member notice of such meeting.

69. At all meetings of Members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided in these By-Laws or the Act.
70. The business to be transacted at an Annual Meeting of Members shall include:
- a. Review and approval of an annual report which is prepared by the Board relating to the significant activities of the Corporation;
 - b. The consideration and approval of the financial statements of the Corporation and reports of the Board and Auditor relating thereto;
 - c. The appointment or reappointment of the Directors if terms of appointment are expiring;
 - d. The appointment or reappointment of an Auditor for the Corporation;
 - e. The approval, if appropriate, of the lawful acts of the Board since the last general meeting; and
 - f. The transaction of such other business as may be required.
71. Unless there is a Special Resolution of all of the Members, or a Special Resolution consented to in writing by all of the Members, the Members shall not cause or permit the Corporation, and the Board shall not authorize the Corporation to:
- a. Take or institute any proceedings for the winding up, reorganization or dissolution of the Corporation;
 - b. Enter into any financial commitment of any type whatsoever, including any operating expenditure or other expenditure or any purchase of capital assets or other capital expenditure, where such purchase or expenditure is in excess of twenty-thousand dollars (\$20,000) for any single transaction which has not been approved in the Capital Budget or in an Emergency Supplemental Budget;
 - c. When not approved in the Budgets of the Corporation including an Emergency Supplemental Budget, the borrowing of monies from any Person at any one time which exceeds twenty-thousand dollars (\$20,000), excepting during the ordinary course of business when the Corporation incurs debt to creditors from the purchase of goods or services;

- d. Unless approved in the Budgets of the Corporation, having a line of credit with any financial institution which exceeds twenty-thousand dollars (\$20,000);
- e. Sell, lease or exchange all or substantially all of the property of the Corporation other than in the ordinary course of business;
- f. Make any payment in reduction of advances which are not budgeted for by the Corporation;
- g. Be continued or registered as a body incorporated in a jurisdiction which is not approved by the Members;
- h. Reorganize;
- i. Purchase or sell any real or immovable property;
- j. Enter into partnerships or joint ventures;
- k. Enter into any contract outside of the Corporation's ordinary course of business;
- l. Make a general assignment for the benefit of creditors or enter into receivership;
- m. Make a voluntary assignment to a trustee in bankruptcy;
- n. Issue, re-issue, sell or pledge the debt obligations of the Corporation;
- o. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation;
- p. Any change to the Corporation's name;
- q. Changes to the Guiding Principles;
- r. Entering into a lease of property as a tenant, for terms inclusive of options to renew, for a period exceeding 5 (five) years;
- s. Improvements or construction on lands or related to leases where the cost at any one time is greater than twenty-thousand dollars (\$20,000) which has not been approved previously in the Budgets of the Corporation;

- t. Encumbering, mortgaging or providing securities against land(s), which are owned by the Corporation legally or beneficially, including general security agreements;
- u. Other than to the Members by Special Resolution of the Directors, provide essential or significant financial assistance to any Person, or guarantee the debts of any Person;
- v. The registration or incorporation of any subsidiary, related corporation, firm, association or organization; or
- w. Purchasing limited partnership units, shares or other equity in any partnership, company, firm or corporation, or the assets or operations of any business as a going concern regardless of its lawful structure.

72. In addition to the powers and abilities reserved unto the Members under the provisions of the Act and these By-Laws, the Members may by Ordinary Resolution ratify anything which purports to have been done as an act of the Board.

FINANCIAL YEAR

73. Unless otherwise determined by the Board, the fiscal year-end of the Corporation shall be _____.

BUDGETS & REQUISITIONS FOR FUNDS

74. An affirmative resolution of the majority of all of the Directors of the Board shall be required to requisition funds from the Members and to approve and recommend the Annual Operating Budget, Operations Budget, Capital Budget and any other budgets or expenditures to the Members.

75. A Special Resolution of at least seventy-five percent (75%) of all the Members shall approve the Annual Operating Budget, Operations Budget and Capital Budget, Annual Requisition and any other budgets or requisitions for funds requested by the Board from the Members, or may be approved in writing by all of the Members.

76. The Annual Requisition shall be provided to each Member by the Board for the next calendar year no later than October 1st of the present calendar year, and by Special Resolution of at least seventy-five percent (75%) of all of the Members shall approve the Annual Requisition by December 1st in a calendar year, or at such other times as may be determined by the Members and the Board, or may be approved in writing by all of the Members.

AMENDMENT OF BY-LAWS

77. The By-Laws of the Corporation may be made, repealed or amended from time to time by Special Resolution of at least seventy-five percent (75%) of all of the Members or be consented to in writing by all of the Members, unless there are then no Members in which event the By-Laws may be repealed or amended by Special Resolution of the Directors, and if there are insufficient Directors remaining on the Board to pass a Special Resolution, then by Ordinary Resolution.

AUDITORS

78. The Members shall, at each Annual Meeting, appoint an auditor to audit the accounts of the Corporation for report to the Members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

BOOKS AND RECORDS

79. The Board shall ensure that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept. Each Member shall at all times be entitled to access to all books and records of the Corporation and to full and unencumbered access to the same and copies of the same shall be promptly provided to a Member at its request.

RULES AND REGULATIONS

80. The Board may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Corporation as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting when they shall be confirmed and failing such confirmation at such Annual Meeting, shall at and from that time cease to have any force and effect.

NOTICES

81. Whenever in these By-Laws it is contemplated or required that notice be given to a Director or Member, such notice shall be deemed sufficiently given if sent to that person's Address and may be validly given by Electronic Communication if the recipient's Address contemplates Electronic Communication. For the purposes of calculating time, such notice shall be deemed to have been given as at the date immediately following the date that such notice has been posted, if sent by mail, or if sent by Electronic Communication then on the date of transmission.

GENERAL

- 82. Unless stated otherwise in these By-Laws, any reference herein to any written document or other document, including consents, notices and proxies, includes facsimile transmissions, electronic mail, electronic text messages or other electronic means capable of reproduction in legible written form.
- 83. Notwithstanding anything else herein contained, these By-Laws shall be read subject to the restrictions upon the scope and effect contained in the Act and in any other applicable statutes and rules of law and equity, and any provisions herein repugnant to such restrictions shall, to the extent possible, but only to the extent required, be severed from these By-Laws, in order that the rest may stand.
- 84. The headings herein are given for convenience only, and shall not affect the interpretation of these By-Laws.
- 85. These By-Laws shall be interpreted in a large and liberal sense so as to give effect thereto wherever possible.
- 86. In these By-Laws and in all other By-Laws of the Corporation hereafter passed, unless the context otherwise requires, the singular shall include the plural and the plural include the singular; and the masculine include the feminine and the feminine include the masculine, and references to persons shall include firms and corporations.
- 87. Any reference in these By-Laws to the term "written" shall be deemed to include Electronic Communications.

DIRECTION ON DISSOLUTION

- 88. Upon discontinuance and liquidation of the Corporation, after discharge of liabilities, the Board shall direct that all remaining property of the Corporation shall be distributed to the Members/Qualified Donees existing at the time of discontinuance and liquidation, and the remaining property shall be distributed in money or in-kind to such remaining Members/Qualified Donees in accordance with the Funding Formula used by the Corporation to obtain funds from the Members prior to discontinuance and liquidation.

THESE BYLAWS ARE APPROVED BY ALL OF THE MEMBERS OF THE CORPORATION BY THEIR DULY AUTHORIZED OFFICERS THIS _____ DAY OF _____, 2021:

FLAGSTAFF COUNTY

Per:

TOWN OF DAYSLAND

Per:

TOWN OF HARDISTY

Per:

TOWN OF KILLAM

Per:

TOWN OF SEDGEWICK

Per:

VILLAGE OF ALLIANCE

Per:

VILLAGE OF FORESTBURG

Per:

VILLAGE OF HEISLER

Per:

VILLAGE OF LOUGHEED

Per:
